

EXHIBIT 2

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

**IN RE: GENERIC PHARMACEUTICALS
PRICING ANTITRUST LITIGATION**

**MDL 2724
16-MD-2724
HON. CYNTHIA M. RUFÉ**

THIS DOCUMENT RELATES TO:

17-cv-03768 (CMR)

State Attorneys General Litigation

DECLARATION OF BHARAT PATEL

I, BHARAT PATEL, declare under penalty of perjury as follows:

1. I submit this declaration in support of the Motion to Dismiss the Plaintiff States' Amended Complaint submitted by Defendants Emcure Pharmaceuticals Ltd. ("Emcure") and Satish Mehta. Except as otherwise indicated, all facts set forth in this declaration are based on my personal knowledge, information provided to me as an officer and an executive of Heritage Pharmaceuticals Inc. ("Heritage"), and my personal review of the books and records (to which I was given access) of Heritage maintained in the ordinary course of business.
2. I am the Senior Vice President, Business Development & Supply Chain for Heritage. I have held my current position since January 2018.
3. Heritage is a Delaware corporation that has its principal place of business in East Brunswick, New Jersey.
4. Heritage is a pharmaceutical company engaged in the acquisition, licensing, development, marketing, sale and distribution of generic pharmaceutical products for the United States prescription drug market.
5. Heritage is a wholly-owned, but indirect, subsidiary of Emcure.

6. Heritage maintains one office location in the United States, located at One Tower Center, Suite 1700, East Brunswick, New Jersey.

7. Heritage Pharma Labs Inc. (formally known as Emcure Pharmaceuticals USA, Inc.) (“HPL”), another wholly-owned but indirect subsidiary of Emcure, maintains a manufacturing facility in East Brunswick, located in three different sites: 16 Elkins Road, 8 Elkins Road and 21 Cotters Lane. HPL has maintained a manufacturing presence in East Brunswick since 2010.

8. Heritage maintains its own Board of Directors, which meets periodically every year.

9. Heritage’s current auditor is Grant Thornton. Grant Thornton does not perform auditing services for Emcure.

10. Heritage employs approximately 35 individuals and – aside from several sales employees (who work remotely throughout the United States) – all of these employees are based at the Company’s headquarters in East Brunswick, New Jersey. Similarly, HPL employs approximately 200 employees in the operation of a manufacturing facility based in East Brunswick, New Jersey.

11. Heritage was founded as Radius Pharmaceuticals Inc. in 2005 by its former CEO, Jeffrey Glazer (“Glazer”). In June 2006, Radius Pharmaceuticals Inc. changed its name to Heritage Pharmaceuticals Inc.

12. Heritage was a freestanding, independent corporation before it was acquired by an Emcure subsidiary in 2011.

13. Glazer maintained his position as Heritage CEO and Board member after the 2011 acquisition. Glazer exerted near total control over Heritage’s day-to-day operations from its inception until 2016.

14. Heritage manages and controls its own day-to-day operations, and maintains its own Board, personnel, and marketing materials.

15. Heritage prepares its own sales goals and develops its own budgets.

16. John Denman, as the current Heritage Chief Executive Officer, sets all Heritage staff and executive compensation levels, and all such decisions are approved by the Heritage Board alone.

17. Heritage makes all of its own product pricing determinations based on a variety of market factors, costs and availability. Emcure does not have direct influence over the Heritage pricing structure.

18. Heritage is responsible for all marketing and sales decisions made in the United States.

19. Heritage currently serves as the exclusive sales and marketing platform for all of Emcure's products in the United States.

20. Heritage maintains its own customer base, and conducts all customer meetings in the United States, with the exception of one customer for which meetings are held in Switzerland.

21. Heritage maintains its own product supply contracts and product development contracts.

22. Heritage maintains its own bank accounts and operating capital in the United States.

23. Heritage pays state taxes in the State of Delaware as a domestic corporation and the State of New Jersey as a non-domestic corporation authorized to do business in New Jersey, and federal taxes in the United States.

24. Heritage has appointed a head of regulatory, Dr. Pankaj Dave, to interact with the Food and Drug Administration (“FDA”) on its behalf. Dr. Dave is based in the United States and works primarily from Heritage’s East Brunswick, New Jersey office.

25. Heritage owns a number of Abbreviated New Drug Applications (“ANDAs”) filed with the FDA. Most of these ANDAs were acquired or licensed from third parties. Emcure did not sponsor the development of these Heritage ANDAs.

26. Emcure participates in arms-length transactions with Heritage and occasionally provides high-level oversight of Heritage operations, such as supply chain management and in-licensing deals. Apart from these transactions, Heritage maintains its own autonomy and corporate independence.

[INTENTIONALLY LEFT BLANK – SIGNATURE PAGE TO FOLLOW]

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on: May 30, 2019

By:


Bharat Patel